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*Proposed Counsel to the Official Committee of  
Unsecured Creditors of Sears Holdings Corporation, et al.*

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<b>In re</b>	:	Chapter 11
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<b>SEARS HOLDINGS CORPORATION, et al.,</b>	:	Case No. 18-23538 (RDD)
	:	
<b>Debtors.<sup>1</sup></b>	:	(Jointly Administered)
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**VERIFIED STATEMENT OF THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS OF SEARS HOLDINGS CORPORATION, ET AL.  
PURSUANT TO BANKRUPTCY RULE 2019**

Pursuant to Rule 2019 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), the Official Committee of Unsecured Creditors (the “Creditors’ Committee”) of Sears Holdings Corporation and its affiliated debtors and debtors in possession (collectively, the

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

“Debtors”) hereby submits this verified statement (the “Verified Statement”), and in support thereof states as follows.

1. On October 24, 2018, the United States Trustee for the Southern District of New York appointed the Creditors’ Committee pursuant to section 1102 of title 11 of the United States Code (the “Bankruptcy Code”). The Creditors’ Committee currently comprises: (i) Apex Tool Group, LLC; (ii) Brixmor Operating Partnership, L.P.; (iii) Computershare Trust Company, N.A., as indenture trustee; (iv) Oswaldo Cruz; (v) Pension Benefit Guaranty Corporation; (vi) Simon Property Group L.P.; (vii) The Bank of New York Mellon Trust Company, N.A., as indenture trustee; (viii) Basil Vasiliou; and (ix) Winiadaewoo Electronics America, Inc. [ECF No. 276].

2. On October 24, 2018, the Creditors’ Committee selected Akin Gump Strauss Hauer & Feld LLP to serve as its counsel in connection with the Debtors’ chapter 11 cases, subject to approval by the Court.

3. The members of the Creditors’ Committee hold unsecured claims against, and/or serve as indenture trustee for holders of unsecured claims against, the Debtors’ estates arising from a variety of relationships.

4. In accordance with Bankruptcy Rule 2019, attached hereto as Exhibit A is a list of the names and addresses of, and the nature and amount of all disclosable economic interests held by, each member of the Creditors’ Committee in relation to the Debtors. The claims and claim amounts set forth on Exhibit A have been provided by the members of the Creditors’ Committee, and by filing this Verified Statement, the Creditors’ Committee makes no representation with respect to the amount, allowance, validity, secured status, or priority of such claims and reserves all rights with respect thereto.

5. Nothing contained in this Verified Statement (or Exhibit A hereto) should be construed as a limitation upon, or waiver of, any rights of any member of the Creditors' Committee to assert, file and/or amend its claim(s) in accordance with applicable law and any orders entered in these cases establishing procedures for filing proofs of claim.

6. The Creditors' Committee reserves the right to amend or supplement this Verified Statement in accordance with the requirements set forth in Bankruptcy Rule 2019.

New York, New York  
Dated: November 20, 2018

AKIN GUMP STRAUSS HAUER & FELD LLP

/s/ Ira S. Dizengoff

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**Exhibit A**

Name	Address	Nature and Amount of Disclosable Economic Interests <sup>1</sup>
Apex Tool Group, LLC	13620 Reese Boulevard East Suite 410 Huntersville, North Carolina 28078	Unsecured claim of not less than approximately \$6,585,482.00 arising from its position as a trade creditor.
Brixmor Operating Partnership, L.P.	450 Lexington Avenue 13th Floor New York, New York 10017	Unsecured claim of not less than approximately \$5.15 million in rejection damages (as limited by Bankruptcy Code section 502(b)(6)) under various leases; and a potential additional claim of \$3.5 million arising under certain operating agreements. Claim will increase if additional leases are rejected.
Computershare Trust Company, N.A., as Indenture Trustee <sup>2</sup>	2950 Express Drive South Suite 210 Islandia, New York 11749	<u>Holdings Unsecured Notes</u> : \$410,956,500.00 in principal amount, plus accrued interest, fees, expenses, and other unliquidated liabilities.  <u>Holdings Unsecured PIK Notes</u> : \$222,578,720.00 in principal amount, plus accrued interest, fees, expenses, and other unliquidated liabilities.
Oswaldo Cruz	c/o Boyamian Law, Inc. 550 N. Brand Blvd. Suite 1500 Glendale, CA 91203  With copies to: Dundon Advisers LLC 440 Mamaroneck Ave., 5th Fl. Harrison NY 10528  Law Office of Vida Holguin 2512 Artesia Boulevard. Suite. 210 Redondo Beach, CA 90278  Law Office of Thomas Falvey 550 N. Brand Boulevard. Suite 1500 Glendale, CA 91203	Unsecured claim of \$402,750,000 as representative plaintiff in respect of violations of wage and hour laws under the Private Attorneys General Act.

<sup>1</sup> To the best of counsel's knowledge, the information included herein is accurate as of November 20, 2018. The amounts set forth herein include only outstanding principal and do not include accrued or unpaid interest or other amounts that may be owing under the applicable debt documents.

<sup>2</sup> Computershare Trust Company, N.A. serves as the indenture trustee for the (i) 8% Senior Unsecured Notes due 2019 (the "Holdings Unsecured Notes") and (ii) 8% Senior Unsecured Convertible PIK Toggle Notes due 2019 (the "Holdings Unsecured PIK Notes") issued pursuant to that certain Indenture, dated as of November 21, 2014.

Name	Address	Nature and Amount of Disclosable Economic Interests <sup>1</sup>
Pension Benefit Guaranty Corporation	1200 K Street NW Washington, DC 20005-4026	Contingent, unliquidated claims in an amount greater than \$1.5 billion arising from pension obligations of the Debtors.
Simon Property Group L.P.	225 W. Washington Street Indianapolis, IN 46204	Claims resulting from commercial leases, ground leases, and reciprocal operating agreements, including: (i) pre-petition unsecured claims in the amount of \$767,019; (ii) known store closing 502(b)(6) rejection damage claims in the amount of \$17,306,434; and (iii) potential 502(b)(6) rejection damage claims of approximately \$13,299,355, for potential total general unsecured claims of \$31,372,808.
The Bank of New York Mellon Trust Company, N.A., as Indenture Trustee <sup>3</sup>	601 Travis 16th Floor Houston, Texas 77002	<p><u>SRAC Unsecured Notes</u>: \$146,861,500.00 in principal amount, plus accrued interest, fees, expenses, and other unliquidated liabilities.</p> <p><u>SRAC Unsecured PIK Notes</u>: \$107,872,763.00 in principal amount, plus accrued interest, fees, expenses, and other unliquidated liabilities.</p> <p><u>SRAC Medium Term Notes</u>: \$2,350,564,775 in principal amount, plus accrued interest, fees, expenses, and other unliquidated liabilities.</p>

<sup>3</sup> The Bank of New York Mellon Trust Company, N.A. (“BNYM”) serves as successor trustee under: (i) the Indenture dated as of May 15, 1995 (as amended, supplemented, or otherwise modified, the “1995 SRAC Indenture”) with Sears Roebuck Acceptance Corporation (“SRAC”), pursuant to which (a) five series of unsecured Notes in the aggregate principal amount of \$146,861,500 having various interest rates and maturities are outstanding (the “SRAC Unsecured Notes”) and (b) the series of 7% / 12% PIK-Toggle Notes due 2028 (the “SRAC Unsecured PIK Notes”) issued pursuant to the Supplemental Indenture, dated as of March 20, 2018 with SRAC in the aggregate principal amount of \$107,872,763 are outstanding; and (ii) the Indenture dated as of October 1, 2002 (as amended, supplemented, or otherwise modified, the “2002 SRAC Indenture”) with SRAC pursuant to which (a) unsecured notes of various interest rates and maturities (the “SRAC Medium Term Notes”) in an aggregate principal amount of \$2,311,796,000 are outstanding held by affiliates of SRAC and (b) the series of 7.40% Notes due 2043 in the aggregate principal amount of \$38,768,775 are outstanding.

Pursuant to an Agreement of Resignation, Appointment and Acceptance dated as of November 2, 2018, Wilmington Savings Fund Society, FSB has succeeded BNYM as Trustee under the 1995 SRAC Indenture for the series of SRAC Unsecured PIK Notes.

Name	Address	Nature and Amount of Disclosable Economic Interests <sup>1</sup>
Basil Vasiliou	800 S. Pointe Drive Apt. 2001 Miami Beach, Florida 33139	\$7,426,000 in principal amount of SRAC Unsecured Notes.
Winiadaewoo Electronics America, Inc.	65 Challenger Road #360 Ridgefield Park, New Jersey 07550	Unsecured claim of not less than approximately \$29,467,256.46 arising from its position as a trade creditor and administrative expense claim of \$9,026,766.32.